

9-170A001

839

16170-B

16170-C

16170-D

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.*

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C. 20006-2973
JUN 19 1989 -9 35 AM

(202) 393-2266

INTERSTATE COMMERCE COMMISSION

OF COUNSEL
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

RECORDATION NO. 16170-12
FILED 1425

JUN 19 1989 -9 35 AM

June 19, 1989

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 16170-C
FILED 1425

JUN 19 1989 -9 35 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed original copies each of 1) a Security Agreement Supplement No. 2 dated June 19, 1989 ("Supplement No. 2"), 2) a Security Agreement Supplement No. 3 dated June 19, 1989 ("Supplement No. 3") and 3) a Security Agreement Supplement No. 4 dated June 19, 1989 ("Supplement No. 4"), each a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.1

The enclosed documents relate to the Security Agreement-Trust Deed dated December 20, 1988, which was duly filed and recorded on January 10, 1989 and assigned Recordation Number 16170.

The names and addresses of the parties to the enclosed documents are:

Secured Party: Fleet National Bank, as trustee
125 Dupont Drive
Providence, Rhode Island 02907

Debtor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A (Supplement No. 2), Exhibit B (Supplement No. 3) and Exhibit C (Supplement No. 4), attached hereto and made a part hereof.

C. T. Kappler
C. Overly

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
June 19, 1989
Page Two

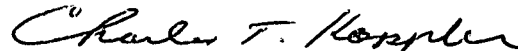
Also enclosed is a check in the amount of \$39 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return two stamped copies each of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Security Agreement Supplement No. 2 dated June 19, 1989 covering 101 railcars; Security Agreement Supplement No. 3 dated June 19, 1989 covering 202 railcars; and Security Agreement Supplement No. 4 dated June 19, 1989 covering 241 railcars, all such railcars bearing ACFX marks and numbers.

Very truly yours,


Charles T. Kappler

Enclosures

EXHIBIT A

<u>CARS INITIALLED AND NUMBERED</u>	<u>AAR DESIGNATION</u>	<u>TOTAL CARS</u>
ACFX 41878 - 41917	C214	40
ACFX 51859 - 51861	C614	38
" 51871		
" 51873 - 51875		
" 51877		
" 51879 - 51908		
ACFX 72701 - 72702	T108	23
" 72704 - 72705		
" 72707 - 72709		
" 72711		
" 72713 - 72716		
" 72719 - 72725		
" 72727 - 72730		
	Total	—
		101

EXHIBIT BCARS INITIALLED
AND NUMBEREDAAR DESIGNATIONTOTAL
CARS

ACFX 65630 - 65647	C214	80
" 65708		
" 65710 - 65713		
" 65719		
" 65724 - 65725		
" 65735 - 65743		
" 65745 - 65762		
" 65764		
" 65770 - 65778		
" 65787 - 65789		
" 65791		
" 66200 - 66208		
" 66213 - 66216		
ACFX 51921 - 51931	C614	57
" 51933 - 51978		
ACFX 73079 - 73083	T104	14
" 73085		
" 73087 - 73088		
" 73090 - 73091		
" 73093 - 73096		
ACFX 72819 - 72832	T105	14
ACFX 72818	T106	20
" 73034		
" 73039 - 73040		
" 73042 - 73045		
" 73048 - 73052		
" 73054		
" 73057 - 73059		
" 73061 - 73063		
ACFX 73135 - 73139	T108	12
" 73142 - 73148		
ACFX 77486 - 77490	T564	5
	Total	202

SCHEDULE I
(To Security Agreement Supplement)
NOTE #3

EXHIBIT C

<u>CARS INITIALLED AND NUMBERED</u>	<u>AAR DESIGNATION</u>	<u>TOTAL CARS</u>
ACFX 65601 - 65629	C214	114
" 66055 - 66056		
" 66059 - 66060		
" 66063		
" 66065 - 66068		
" 66074		
" 66118		
" 66122 - 66145		
" 66147 - 66155		
" 66158 - 66163		
" 66165 - 66177		
" 66179		
" 66182 - 66199		
" 66221 - 66223		
ACFX 51932	C614	1
ACFX 72901 - 73008	T104	117
" 73011 - 73012		
" 73014 - 73020		
ACFX 72858 - 72862	T107	5
ACFX 77471 - 77474	T863	4
		<hr/>
	Total	241

SCHEDULE 1
(To Security Agreement Supplement)
NOTE #4

Interstate Commerce Commission

Washington, D.C. 20423

6/19/89

OFFICE OF THE SECRETARY

Charles T. Kappler

Alvord & Alvord

918 16th St. N.W.

Washington, D.C. 20006

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C.

11303, on 6/19/89 at 9:35am, and assigned re-cordation number(s).

16170-B, 16170-C & 16170-D

Sincerely yours,

Norita L. McEneaney

Secretary

Enclosure(s)

JUN 19 1989 -9 35 AM

SECURITY AGREEMENT SUPPLEMENT

INTERSTATE COMMERCE COMMISSION

SECURITY AGREEMENT SUPPLEMENT NO. 2, dated June 19, 1989 between ACF Industries, Incorporated, a New Jersey corporation, (the "Debtor") and Fleet National Bank, a national banking association, as security trustee (the "Secured Party") under the Security Agreement-Trust Deed dated as of December 20, 1988, from the Debtor to the Secured Party (the "Security Agreement"),

WITNESSETH:

WHEREAS, the defined terms used in this Security Agreement Supplement shall have the respective meanings indicated in the Security Agreement unless elsewhere defined or the context shall otherwise require.

WHEREAS, the Security Agreement provides for the execution and delivery from time to time of Security Agreement Supplements substantially in the form hereof each of which shall particularly describe Items of Equipment included in the Collateral and subject to the security interest of the Security Agreement;

NOW, THEREFORE, TO SECURE THE PAYMENT when and as due and payable of the principal of and interest on the Notes, and to secure the payment of all other indebtedness which the Security Agreement by its terms secures and compliance with all the terms of the Loan Documents, the Debtor does hereby create and grant to the Secured Party and to its successors and assigns a security interest and mortgage in the following properties:

(a) all the Items of Equipment described in Schedule A annexed hereto;

(b) all additional or substituted Items of Equipment which hereafter may be subjected to the security interest of the Security Agreement by operation thereof;

(c) all leases from time to time relating to such Items of Equipment; and

(d) all rents, income, revenues, issues, profits and proceeds arising from or in connection with any of the foregoing.

THE DEBTOR hereby binds itself, its successors and assigns, to warrant and forever defend to the Secured Party and its successors in trust and assigns the security interest hereby created and granted.

This Supplement shall be construed as supplemental to the Security Agreement and shall form a part of it and the Security Agreement is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

This Supplement may be executed in any number of counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument.

This Supplement shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the Debtor and the Secured Party have caused this Supplement to be executed, as of the day and year first above written.

(SEAL)

ACF INDUSTRIES, INCORPORATED

ATTEST:

By Amresh Chohan
Its Assistant Treasurer

James J. Lange

(SEAL)

ATTEST:

FLEET NATIONAL BANK, as Secured Party

Connie M. Rudnicki

By [Signature]
Its Vice President

<u>CARS INITIALED AND NUMBERED</u>	<u>AAR DESIGNATION</u>	<u>TOTAL CARS</u>
ACFX 41878 - 41917	C214	40
ACFX 51859 - 51861	C614	38
" 51871		
" 51873 - 51875		
" 51877		
" 51879 - 51908		
ACFX 72701 - 72702	T108	23
" 72704 - 72705		
" 72707 - 72709		
" 72711		
" 72713 - 72716		
" 72719 - 72725		
" 72727 - 72730		
	Total	<u>101</u>

STATE OF MISSOURI)
 : SS.:
COUNTY OF ST. LOUIS)

On this 19th day of June, 1989, before me, personally appeared Umesh Choksi to me personally known, who being by me duly sworn, says that (s)he is ~~Asst. Treasurer~~ of ACF Industries, Incorporated, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

W. Marineta Zimmerman
Notary Public

(SEAL)

W. MARINETA ZIMMERMAN
NOTARY PUBLIC STATE OF MISSOURI
ST. CHARLES COUNTY
MY COMMISSION EXP. APR. 7, 1990
ISSUED THRU MISSOURI NOTARY ASSOC.

My commission expires:

STATE OF Rhode Island)
 : SS.:
COUNTY OF Providence)

On this 15th day of June, 1989 before me, personally appeared Michael J. Lapolla to me personally known, who being by me duly sworn, says that (s)he is a Vice President of Fleet National Bank, that one of the seals affixed to the foregoing instrument is the bank seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors; and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Martha M. Brass
Notary Public

(SEAL)

My commission expires:

My Commission Expires June 30, 1991